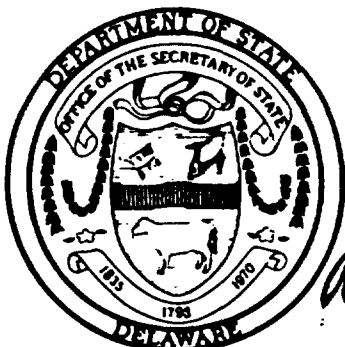




## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF  
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF INCORPORATION OF RICHARDSON  
ELECTRONICS, LTD. FILED IN THIS OFFICE ON THE ELEVENTH DAY OF  
SEPTEMBER, A.D. 1986, AT 9 O'CLOCK A.M.

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RECEIVED FOR RECORD

*Sept. 15* A.D. 19 *86*

*Robert J. Donaway*

RECORDED

*Michael Harkins*

Michael Harkins, Secretary of State

10943031

AUTHENTICATION:

DATE: 09/12/1986

3.00 STATE DOCUMENT FEE PAID

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9/11/66

CERTIFICATE OF INCORPORATION  
OF

RICHARDSON ELECTRONICS, LTD.

FIRST: The name of the Corporation is:

RICHARDSON ELECTRONICS, LTD.

SECOND: The registered office of the Corporation in the State of Delaware is 229 South State, in the City of Dover, County of Kent, and the name of the registered agent of the Corporation at that address is United States Corporation Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activities for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is forty-five million (45,000,000) shares, of which five million (5,000,000) shares shall be Preferred Stock, par value \$1.00 per share, issuable in one or more series, thirty million (30,000,000) shares shall be Common Stock, par value \$.05 per share, and ten million (10,000,000) shares shall be Class B Common Stock, par value \$.05 per share.

## A. PREFERRED STOCK

The following is a statement of the voting powers, full or limited, or no voting powers, and such designation, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation:

The Board of Directors of the Corporation is hereby expressly authorized, at any time and from time to time, to divide the shares of Preferred Stock into one or more series, to issue from time to time in whole or in part the shares of Preferred Stock or the shares of any series thereof, and in the resolution or resolutions providing for the issue of shares of Preferred Stock or of a particular series to fix and determine the voting powers, full or limited, or no voting powers, and such designation, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof that may be desired, and whether and in what manner any of the foregoing may be made dependent upon facts ascertainable outside this Certificate of Incorporation or of any amendment hereto, or outside the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors, all to the fullest extent now or hereafter permitted by Section 151 of the General Corporation Law of Delaware, as amended from time to time.

Shares of Preferred Stock redeemed, converted, exchanged, purchased, retired or surrendered to the Corporation, or which have been issued and reacquired in any manner, shall, upon compliance with any applicable provisions of the General Corporation Law of the State of Delaware, have the status of authorized and unissued shares of Preferred Stock and may be reissued by the Board as part of the series of which they were originally a part or may be reclassified into and reissued as part of a new series or as a part of any other series, all subject to the protective conditions or restrictions of any outstanding series of Preferred Stock.

## B. COMMON STOCK

### 1. VOTING RIGHTS.

Each share of Common Stock shall have one (1) vote and the holders thereof shall have the right to vote (but not as a separate class except to the extent required by law or provided by this Certificate of Incorporation) on all matters subject to vote at any meeting of the stockholders of the Corporation.

### 2. DIVIDENDS.

Subject to the preferential dividend rights, if any, applicable to shares of the Preferred Stock and subject to applicable requirements, if any, with respect to the setting aside of sums for purchase, retirement or sinking funds for the Preferred Stock, the holders of the Common Stock shall be entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board, provided, however, that:

(a) No cash dividend shall be declared or paid on the Common Stock unless a cash dividend equal to 90% of the cash dividend on the Common Stock is simultaneously declared and paid on the Class B Common Stock; and that

(b) Other than cash dividends under (a) above, no other distribution of assets, property, rights to subscribe or evidence of indebtedness shall be declared or paid on the Common Stock unless a distribution in like kind and equal per-share amount is simultaneously declared and paid on the Class B Common Stock; and that

(c) Stock dividends declared on the Common Stock shall be payable solely in shares of Common Stock. No stock dividend shall be declared or paid on the Common Stock unless a stock dividend payable in shares of Class B Common Stock, proportionately on a per share basis, is simultaneously declared and paid on the Class B Common Stock.

### 3. PURCHASES.

Subject to any applicable provisions of this Article FOURTH and to any limitations provided for in connection with any dividends or sinking fund for the Preferred Stock, or any other terms thereof, the Corporation may at any time or from time to time purchase or otherwise acquire shares of its Common Stock in any manner now or hereafter permitted by law, publicly or privately, or pursuant to any agreement.

### 4. SUBDIVISION OR COMBINATION OF COMMON STOCK.

The shares of Common Stock shall not be subdivided by a stock split, reclassification or otherwise or combined by reverse stock split, reclassification or otherwise unless, at the same time, the shares of Class B Common Stock are proportionately on a per share basis so subdivided or combined.

### 5. LIQUIDATION.

In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of the Preferred Stock, the holders of the Common Stock shall be entitled to share ratably with the holders of the Class B Common Stock as a single class in all of the remaining assets of the Corporation of whatever kind available for distribution to stockholders, that is, an equal amount of such assets for each share of Common Stock and Class B Common Stock. A consolidation or merger of the Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding-up of the Corporation as those terms are used in this paragraph 5.

### C. CLASS B COMMON STOCK

#### 1. VOTING RIGHTS.

Each share of Class B Common Stock shall have ten (10) votes and the holders thereof shall have the right to vote (but not as a separate class except to the extent required by law or provided by this Certificate of Incorporation) on all matters subject to vote at any meeting of the stockholders of the Corporation.

#### 2. DIVIDENDS.

Subject to the preferential rights, if any, applicable to shares of the Preferred Stock and subject to applicable requirements, if any, with respect to the setting aside of sums for purchase,

retirement or sinking funds for the Preferred Stock, the holders of the Class B Common Stock shall be entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board, provided, however, that:

(a) No cash dividend shall be declared or paid on the Class B Common Stock unless a cash dividend is simultaneously declared and paid on the Common Stock in an amount so that the cash dividend on the Class B Common Stock is 90% of the cash dividend on the Common Stock; and that

(b) Other than cash dividends under (a) above, no other distribution of assets, property, rights to subscribe or evidence of indebtedness shall be declared or paid on the Class B Common Stock unless a cash dividend or such other distribution in like kind and equal per-share amount is simultaneously declared and paid on the Common Stock; and that

(c) Stock dividends declared on the Class B Common Stock shall be payable solely in shares of Class B Common Stock. No stock dividend shall be declared or paid on the Class B Common Stock unless a stock dividend payable in shares of Common Stock, proportionately on a per share basis, is simultaneously declared and paid on the Common Stock.

### 3. TRANSFER.

(a) No person holding shares of Class B Common Stock of record (hereinafter called a "Class B Holder") may transfer, and the Corporation shall not register the transfer of, such shares of Class B Common Stock (or any interest therein), whether by sale, assignment, gift, bequest, appointment or otherwise, except to a Permitted Transferee. A Permitted Transferee shall mean, with respect to each person from time to time shown as the record holder of shares of Class B Common Stock:

(i) In the case of a Class B Holder who is a natural person and the holder of record and beneficial owner of the shares of Class B Common Stock subject to said proposed transfer, "Permitted Transferee" means (a) the spouse of such Class B Holder, (b) a lineal descendant of a grandparent of such Class B Holder or a spouse of any such lineal descendant, (c) the guardian or conservator of a Class B Holder who has been adjudged disabled by a court of competent jurisdiction, (d) the executor or administrator of the estate of a deceased Class B Holder, (e) a trustee of a trust (including a voting trust) for the sole benefit of one or more Class B Holders, other lineal descendants of a grandparent of such Class B Holder, the spouse of such Class B Holder, the spouses of such other lineal descendants or an

organization, contributions to which are deductible for federal income, estate, or gift tax purposes (hereinafter called a "Charitable Organization"), and for the benefit of no other person, provided that such trust may grant a general or special power of appointment to the spouse of such Class B Holder, any lineal descendant of such Class B Holder or the spouse of any such lineal descendant, and may permit trust assets to be used to pay taxes, legacies and other obligations of the trust or the estate of such Class B Holder payable by reason of the death of such Class B Holder and provided that such trust prohibits transfer of shares of Class B Common Stock to persons other than Permitted Transferees, as defined in clause (ii) below, (f) a Charitable Organization established by such Class B Holder, such Class B Holder's spouse, a lineal descendant of a grandparent of such Class B Holder, a spouse of any such lineal descendant, the Corporation or employees or former employees of the Corporation, (g) a corporation all the outstanding capital stock of which is owned by, or a partnership all the partnership interests in which are owned by, directly or indirectly, one or more of such Class B Holders, other lineal descendants of a grandparent of such Class B Holder or a spouse of any such lineal descendant, the spouse of such Class B Holder, the trustee of a trust determined pursuant to subclause (e) of this clause (i) or the trustee of a Transferor Trust determined pursuant to clause (iii) below, provided that if any share of capital stock of such a corporation (or of any survivor of a merger or consolidation of such a corporation), or any partnership interest in such a partnership, is acquired by any person who is not within such class of persons, all shares of Class B Common Stock then held by such corporation or partnership, as the case may be, shall be deemed without further act to be converted into shares of Common Stock, and stock certificates formerly representing such shares of Class B Common Stock shall thereupon and thereafter be deemed to represent the like number of shares of Common Stock, and (h) an employee stock ownership plan described in Section 4975(c)(7) of the Internal Revenue Code of 1954, as amended, or any successor or substitute provision thereto.

(ii) In the case of a Class B Holder holding the shares of Class B Common Stock subject to said proposed transfer as trustee pursuant to a trust other than a trust described in clause (iii) below, "Permitted Transferee" means (a) any successor trustee or trustees of such trusts; (b) the person who established such trust; and (c) a Permitted Transferee of the person who established such trust determined pursuant to clause (i) above.

(iii) In the case of a Class B Holder holding the shares of Class B Common Stock subject to said proposed transfer as trustee pursuant to a trust, (a "Transferor Trust"), which was irrevocable on the date (the "Record Date") of original issue of Class B Common Stock "Permitted Transferee" means (a) any successor trustee or trustees of such Transferor Trust, (b) any person to whom or for whose benefit principal may be distributed either during or at the end of the term of such Transferor Trust whether by power of appointment or otherwise, (c) any lineal descendant of a grandparent of either the creator of such Transferor Trust or the spouse of such creator and the spouse of any such lineal descendant, or (d) the trustee of another trust which was irrevocable on the Record Date and to which Class B Common Stock was also first issued by the Corporation (a "Transferee Trust"), provided that either the creator of the Transferor Trust or the spouse of such creator shares a common grandparent with the creator of the Transferee Trust or the spouse of the creator of such Transferee Trust.

(iv) In the case of a Class B Holder which is a corporation or partnership (other than a Charitable Organization) acquiring record and beneficial ownership of the shares of Class B Common Stock in question on the Record Date upon its initial issuance by the Corporation, "Permitted Transferee" means (a) any person who was, on the Record Date, a partner of such partnership, or stockholder of such corporation, (b) any person transferring such shares of Class B Common Stock to such corporation or partnership, and (c) any Permitted Transferee of any such person, partner, or stockholder referred to in subclauses (a) and (b) of this clause (iv), determined under clause (i), (ii) or (iii) above.

(v) In the case of a Class B Holder which is a corporation or partnership (other than a Charitable Organization or a corporation or partnership described in clause (iv) above) holding record and beneficial ownership of the shares of Class B Common Stock in question, "Permitted Transferee" means (a) any person transferring such shares of Class B Common Stock to such corporation or partnership, (b) if acquired from a partnership or corporation described in clause (iv) above, any person who was, on the Record Date, a partner of such partnership or stockholder of such corporation, and (c) any Permitted Transferee of any such transferor determined under clauses (i), (ii) or (iii) above.

(vi) In the case of a Class B Holder who is the executor or administrator of the estate of a deceased Class B Holder, guardian or conservator of the estate of a disabled Class B Holder or who is a trustee or receiver of the estate of a bankrupt or insolvent Class B Holder, and provided such deceased,

disabled, bankrupt or insolvent Class B Holder, as the case may be, was the record and beneficial owner of the shares of Class B Common Stock subject to said proposed transfer, "Permitted Transferee" means a Permitted Transferee of such deceased, disabled, bankrupt or insolvent Class B Holder as determined pursuant to clauses (i), (iv), or (v) above, as the case may be.

(vii) In the case of a Class B Holder which is an employee benefit plan of the corporation, "Permitted Transferee" means the participant in such plan in whose account shares of Class B Common Stock are held in such plan or a Permitted Transferee of such participant determined pursuant to clause (i) above.

(viii) In the case of a Class B Holder which is a Charitable Organization described in subclause (f) of clause (i) above and the holder of record and beneficial owner of the shares of Class B Common Stock subject to said proposed transfer, "Permitted Transferee" means any lineal descendant of a grandparent of the creator of such Charitable Organization or such creator's spouse.

(b) Notwithstanding anything to the contrary set forth herein, any Class B Holder may pledge such Class B Holder's shares of Class B Common Stock to a pledgee pursuant to a bona fide pledge of such shares as collateral security for indebtedness due to the pledgee, provided that such shares shall not be transferred to or registered in the name of the pledgee and shall remain subject to the provisions of this paragraph 3. In the event of foreclosure or other similar action by the pledgee, such pledged shares of Class B Common Stock may only be transferred to a Permitted Transferee of the pledgor or converted into shares of Common Stock pursuant to the provisions of paragraph 4, as the pledgee may elect.

(c) For purposes of this paragraph 3:

(i) The relationship of any person that is derived by or through legal adoption shall be considered a natural one.

(ii) Each joint owner of shares of Class B Common Stock shall be considered a "Class B Holder" of such shares.

(iii) A minor for whom shares of Class B Common Stock are held pursuant to a Uniform Gifts to Minors Act or similar law shall be considered a Class B Holder of such shares.

(iv) Unless otherwise specified, the term "person" means both natural persons and legal entities.



(v) The Record Date is the latest date for determining the persons to whom the share of Class B Common Stock in question is first issuable by the Corporation.

(d) Any purported transfer of shares of Class B Common Stock not permitted hereunder shall result in the conversion of the transferee's shares of Class B Common Stock into shares of Common Stock. The Corporation may, as a condition to the transfer or the registration of transfer of shares of Class B Common Stock to a purported Permitted Transferee, require the furnishing of such affidavits or other proof as it deems necessary to establish that such transferee is a Permitted Transferee.

(e) Shares of Class B Common Stock shall be registered in the names of the beneficial owners thereof and not in a "street" or "nominee" name. For this purpose, a "beneficial owner" of any shares of Class B Common Stock shall mean a person who, or an entity which, possesses the power, either singly or jointly, to direct the voting or disposition of such shares. The Corporation shall note or set forth on the certificates for shares of Class B Common stock the provisions set forth in this paragraph 3 and in paragraph 4 below.

#### 4. CONVERSION OF SHARES OF CLASS B COMMON STOCK INTO SHARES OF COMMON STOCK.

(a) CONVERSION OF ALL CLASS B COMMON STOCK. At any time after the original issuance of Class B Common Stock by the Corporation when the number of outstanding shares of Class B Common Stock as reflected on the stock transfer books of the Corporation falls below 10% of the aggregate number of issued and outstanding shares of Common Stock, Class B Common Stock and Preferred Stock, then, immediately upon the occurrence of such event, the outstanding shares of Class B Common Stock shall be converted into shares of Common Stock. In the event of such a conversion, certificates formerly representing outstanding shares of Class B Common Stock shall thereupon and thereafter be deemed to represent the like number of shares of Common Stock.

(b) CONVERSION UPON UNPERMITTED TRANSFER. In the event a holder of shares of Class B Common Stock sells, assigns, transfers, pledges or otherwise disposes of such shares contrary to the provisions of paragraph 3 of this Section C, then such sale, assignment, transfer, pledge or other disposition shall be deemed (i) an election by the holder thereof first to convert such shares of Class B Common Stock into shares of Common Stock on a share-for-share basis, and (ii) a sale, assignment, transfer, pledge or other disposition of such shares of Common Stock. Such conversion shall be deemed effective as of the time of such sale, assignment, transfer, pledge or other disposition. Upon presentation to the Corporation's transfer agent of the certificate or certificates representing such shares of Class B Common Stock, a certificate or certificates representing an equal number of shares of Common Stock shall be issued in the name of the transferee or pledgee.

(c) CONVERSION AT OPTION OF HOLDER. Subject to the terms and conditions of this subparagraph (c), each share of the Class B Common Stock shall be convertible at any time or from time to time, at the option of the respective holder thereof, at the office of any transfer agent for Class B Common Stock, and at such other place or places, if any, as the Board of Directors may designate, or, if the Board of Directors shall fail so to designate, at the principal office of the Corporation (attention of the Secretary of the Corporation), into one fully paid and nonassessable share of Common Stock. Upon conversion, the Corporation shall make no payment or adjustment on account of dividends accrued and in arrears on Class B Common Stock surrendered for conversion or on account of any dividends on the Common Stock issuable on such conversion. Before any holder of Class B Common Stock shall be entitled to convert the same into Common Stock, he shall surrender the certificate or certificates for such Class B Common Stock at the office of said transfer agent (or other place as provided above), which certificate or certificates, if the Corporation shall so request, shall be duly endorsed to the Corporation or in blank or accompanied by proper instruments of transfer to the Corporation or in blank (such endorsements or instruments of transfer to be in form satisfactory to the Corporation), and shall give written notice to the Corporation at said office that he elects so to convert said Class B Common Stock in accordance with the terms of this subparagraph (c), and shall state in writing therein the name or names in which he wishes the certificate or certificates for Common Stock to be issued. Every such notice of election to convert shall constitute a contract between the holder of such Class B Common Stock and the Corporation, whereby the holder of such Class B Common Stock shall be deemed to subscribe for the amount of Common Stock which he shall be entitled to receive upon such conversion, and, in satisfaction of such subscription, to deposit the Class B Common Stock to be converted and to release the Corporation from all liability thereunder, and thereby the Corporation shall be deemed to agree that the surrender of the certificate or certificates therefor and the extinguishment of liability thereon shall constitute full payment of such subscription for Common Stock to be issued upon such conversion. The Corporation will as soon as practicable after such deposit of a certificate or certificate for Class B Common Stock, accompanied by the written notice and the statement above prescribed, issue and deliver at the office of said transfer agent (or other place as provided above) to the person for whose account such Class B Common Stock was so surrendered, or to his nominee or nominees, a certificate or certificates for the number of full shares of Common Stock to which he shall be entitled as aforesaid. Subject to the provisions of clause (ii) of subparagraph (d), such conversion shall be deemed to have been made as of the date of such surrender of the Class B Common Stock to be converted; and the person or persons entitled to receive the Common Stock issuable upon conversion of such Class B Common Stock shall be treated for all purposes as the record holder or

holders of such Common Stock on such date. In case any certificate for shares of Class B Common Stock shall be surrendered for conversion of a part only of the shares represented thereby, the Corporation shall deliver at such office or agency, to or upon the written order of the holder thereof, a certificate or certificates for the number of shares of Class B Common Stock represented by such surrendered certificate which are not being converted.

(d) GENERAL. (i) The issuance of certificates for shares of Common Stock upon conversion of shares of Class B Common Stock shall be made without charge for any stamp or other similar tax in respect of such issuance. However, if any such certificate is to be issued in a name other than that of the holder of the share or shares of Class B Common Stock converted, the person or persons requesting issuance thereof shall pay to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance or shall establish to the satisfaction of the Corporation that such tax has been paid.

(ii) The Corporation shall not be required to convert Class B Common Stock, and no surrender of Class B Common Stock shall be effective for that purpose, while the stock transfer books of the Corporation are closed for any purpose; but the surrender of Class B Common Stock for conversion during any period while such books are so closed shall become effective for conversion immediately upon the reopening of such books as if the conversion had been made on the date such Class B Common Stock was surrendered.

(iii) The Corporation covenants that it will at all times reserve and keep available, solely for the purpose of issuance upon conversion of the outstanding shares of Class B Common Stock, such number of shares of Common Stock as shall be issuable upon the conversion of all such outstanding shares, provided that nothing contained herein shall be construed to preclude the Corporation from satisfying its obligations with respect to the conversion of the outstanding shares of Class B Common Stock by delivery of shares of Common Stock which are held in the treasury of the Corporation. The Corporation covenants that if any shares of Common Stock, required to be reserved for purposes of conversion hereunder, require registration with or approval of any governmental authority under any federal or state law before such shares of Common Stock may be issued upon conversion, the Corporation will use reasonable efforts to cause such shares to be duly registered or approved, as the case may be. The Corporation covenants that all shares of Common Stock which shall be issued upon conversion of the shares of Class B Common Stock, will, upon issue, be fully paid and nonassessable and not entitled to any preemptive rights.

(iv) The Corporation may, in connection with preparing a list of stockholders entitled to vote at any meeting of stockholders, or as a condition to the transfer or the registration of Class B Common Stock on the Corporation's books, require the furnishing of such affidavits or other proof as it, in its sole discretion, deems necessary to establish that any person is the beneficial owner of shares of Class B Common Stock or is a Permitted Transferee.

(v) In case of any consolidation or merger of the Corporation as a result of which the holders of Common Stock shall be entitled to receive stock, other securities or other property with respect to or in exchange for Common Stock or in case of any sale or conveyance of all or substantially all the property or business of the Corporation as an entirety, a holder of a share of Class B Common Stock shall have the right thereafter, so long as the conversion right hereunder shall exist, to convert such share into the kind and amount of shares of stock and other securities and properties receivable upon such consolidation, merger, sale or conveyance by a holder of one share of Common Stock and shall have no other conversion rights with regard to such share. The provisions of this subparagraph shall similarly apply to successive consolidations, mergers, sales or conveyances.

#### 5. PURCHASES.

Subject to any applicable provisions of this Article FOURTH and to any limitation provided for in connection with any dividends or sinking fund for any of the Preferred Stock, or any other terms thereof, the Corporation may at any time or from time to time purchase or otherwise acquire shares of its Class B Common Stock in any manner now or hereafter permitted by law, publicly or privately, or pursuant to any agreement.

#### 6. SUBDIVISION OR COMBINATION OF CLASS B COMMON STOCK.

The shares of Class B Common Stock shall not be subdivided by a stock split, reclassified or otherwise or combined by reverse stock split, reclassification or otherwise unless, at the same time, the shares of Common Stock are proportionately on a per share basis so subdivided or combined.

#### 7. LIQUIDATION.

In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of any Preferred Stock, the holders of the Class B Common Stock shall be entitled to share ratably with the holders of the Common Stock as a single class in all of the remaining assets of the Corporation of whatever kind available

for distribution to stockholders, that is, an equal amount of such assets for each share of Common Stock and Class B Common Stock. A consolidation or merger of the Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding-up of the Corporation as those terms are used in this paragraph 7.

#### 8. LIMITATION ON ISSUANCE.

Following the initial issuance of shares of Class B Common Stock in connection with the merger of Richardson Electronics, Ltd., an Illinois corporation ("REL"), into this Corporation, such shares shall be issued by the Corporation only (a) in payment of a stock dividend on then outstanding shares of Class B Common Stock as provided in subparagraph (b) of paragraph 2 of this Section B; (b) in connection with a stock split, reclassification or other subdivision of then outstanding shares of Class B Common Stock as provided in paragraph 6 of this Section B; and (c) upon exercise of stock options granted to employees outstanding immediately after the aforesaid merger of REL into this Corporation, unless such further issuance shall have been approved by holders of a majority of the voting power of the shares of Common Stock and Class B Common Stock, each voting separately as a class, voting together as one class.

#### 9. STATUS OF REACQUIRED SHARES.

Shares of Class B Common Stock redeemed, converted, exchanged, purchased, retired or surrendered to the Corporation, or which have been issued and reacquired in any manner, shall, upon compliance with any applicable provisions of the General Corporation Law of the State of Delaware, have the status of authorized and unissued shares of Preferred Stock and may be reissued subject to the protective conditions or restrictions of paragraph 8 above.

FIFTH: All the powers of the Corporation, insofar as the same may be lawfully vested by this Certificate of Incorporation in the Board of Directors, are hereby conferred upon the Board of Directors of the Corporation. In furtherance and not in limitation of such powers or the powers conferred by statute, the Board of Directors shall have the power: to adopt, amend or repeal from time to time by-laws of the Corporation, and to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

SIXTH: The Corporation shall have the power, to the full extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, to indemnify, advance payment of expenses on behalf of and purchase and maintain insurance against liability on behalf of all persons for whom it may take each such respective action pursuant to such Section.

SEVENTH: No Director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the Director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment.

EIGHTH: The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
William G. Seils	

NINTH: The Corporation is to have perpetual existence.

TENTH: Election of Directors need not be by written ballot except as may be provided in the by-laws of the Corporation from time-to-time.

ELEVENTH: The Corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein are subject to this reserved power.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts stated are true, and accordingly have hereunto set my hand on September 10, 1986.

  
 William G. Seils